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THOMAS G. RAFFERTY
MICHAEL S. GOLDMAN

March 22, 1995

Dear Mr. Williams:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, we submit herewith for recording with the Commission original counterparts of the document described below.

This document is a Memorandum of Lease Agreement, a "primary document", dated as of March 22, 1995.

The names and addresses of the parties to the primary document are as follows:

LESSOR: SCL Feegal Co., Ltd.
In care of Sumisho Lease Co., Ltd.
11-1, Nishi-ikebukuro 1-chome
Toshima-ku
Tokyo, Japan

LESSEE: Norfolk Southern Railway Company
Three Commercial Place
Norfolk, VA 23510

NOTED FOR RECORD

66. MAY 11 01 42 AM

LICENSING BRANCH

MAR 23 3 10 PM '95

The equipment covered by the document is as follows:

| <u>Number of Units</u> | <u>General Description</u> | <u>AAR Symbol</u> | <u>Railroad's Road Numbers (both inclusive)</u> |
|--------------------------------|------------------------------------|-----------------------|---------------------------------------------------------|
| 7 | 6-axle diesel-electric locomotives | C-C | 8876-8882 |

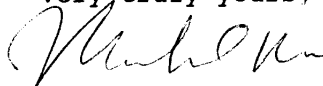
The recordation fee of \$21.00 is enclosed. After recordation, please return the counterparts not needed by the Commission, stamped with the Commission's recordation data, to Allen H. Harrison, Jr., Donelan, Cleary, Wood & Maser, P.C., 1100 New York Avenue, N.W., Washington, D.C. 20005.

A short summary of the document for use in the index follows:

Memorandum of Lease Agreement dated as of March 22, 1995, between SCL Feegal Co., Ltd., as lessor, and Norfolk Southern Railway Company, as lessee, and covering seven diesel-electric locomotives (numbered NS 8876-8882).

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,



Michael Rice

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D. C. 20423

Encl.



Interstate Commerce Commission
Washington, D.C. 20423-0001

3/24/95

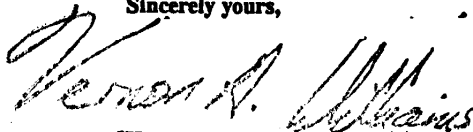
Office Of The Secretary

Michael Rice
Cravath, Swaine & Moore
WorldWide Plaza
825 Eighth Ave.,
New York, New York 10019-7475

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of
the Interstate Commerce Act, 49 U.S.C. 11303, on 3/24/95 at 10:15AM, and
assigned recordation number(s). 19313-19313 A, 19314 and 19315.

Sincerely yours,

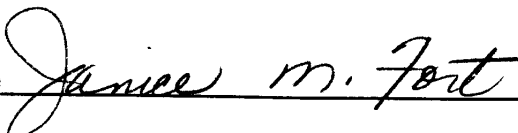

Vernon A. Williams
Secretary

Enclosure(s)

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\$ 84.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



19313

MAR 22 1995

MEMORANDUM OF LEASE AGREEMENT dated as of March 22, 1995, between SCL FEEGAL CO., LTD., a corporation organized under the laws of Japan (hereinafter called the **Lessor**), and NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia corporation (hereinafter called the **Lessee**).

WHEREAS the Lessor and the Lessee are entering into that certain Lease Agreement dated as of the date hereof and supplements thereto, covering seven General Electric model Dash 9-40C diesel-electric locomotives bearing the road numbers of Norfolk Southern Railway Company 8876 through 8882.

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said locomotives by the Lessor, and the leasehold interest in the said locomotives of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

SCL FEEGAL CO., LTD.

by [Signature]
Title: Attorney-in-fact

NORFOLK SOUTHERN RAILWAY COMPANY

by [Signature]
Title: Vice President

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this *22nd* day of March, 1995, before me personally appeared Yoshiyuki Muramatsu, to me personally known, who, by me being duly sworn, says that he is attorney-in-fact for SCL FEEGAL CO., LTD., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Louise Mello
Notary Public

LOUISE MELLO
Notary Public, State of New York
No. 43-4725012
Qualified in Richmond County
Certificate Filed in New York County
Commission Expires December 31, 1996

COMMONWEALTH OF VIRGINIA)
) SS.:
CITY OF NORFOLK)

On this *21st* day of March, 1995, before me personally appeared William J. Romig, to me personally known, who, by me being duly sworn, says that he is a Vice President of NORFOLK SOUTHERN RAILWAY COMPANY, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sandra J. Borby
Notary Public
My Commission Expires March 31, 1998